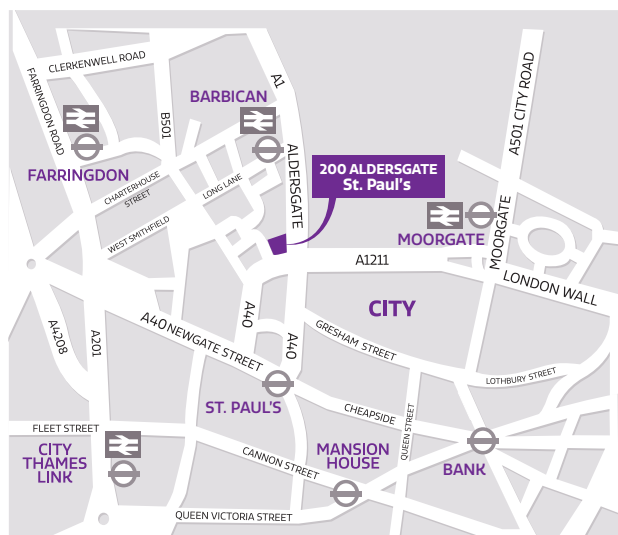


MAP AND DIRECTIONS TO 2017 AGM VENUE



**200 Aldersgate
St. Paul's
London
EC1A 4HD**

Doors to the meeting will open at 10.30am.
The closest Underground stations are St. Paul's and Barbican.
The closest rail connections are Moorgate and Farringdon.

EXPLANATORY NOTES RELATING TO THE COMPLETION OF THE PROXY FORM

- To be valid, electronic proxy appointments or written proxy appointments using this paper form (together with any authority under which they are signed) must be completed and sent so that they reach the Company's Registrar not later than 11.00am on Wednesday, 3 May 2017.
- If you wish to appoint as your proxy someone other than the Chairman, you must delete the reference to the Chairman of the meeting and insert the name of your chosen proxy in the box on the form. The proxy must attend the meeting in person to represent the member. A proxy need not be a member of the Company. Any amendment to the choice of proxy must be initialled by the signatory. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement.
- To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting the Registrar's shareholder helpline on 0371 384 2048 (mobile phone or overseas callers should use +44 (0)121 415 7064), or you may photocopy this form. Lines are open 8.30am to 5.30pm, Monday to Friday (excluding UK public holidays). Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- Please indicate with an X either under the column 'For' or the column 'Against' how you wish your proxy to vote. If you wish your proxy to abstain from voting you should indicate with an X under the 'Vote Withheld' column. Selecting 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' or 'Against' a resolution. The proxy will vote as indicated (or if no indication is given as to how the proxy will vote on any particular matter, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes) on resolutions or on any other business which may properly come before the meeting.
- Unless instructed otherwise, the proxy may also vote or abstain from voting as he/she thinks fit on any other business that may properly come before the meeting (including amendments to resolutions).
- The form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. In the case of a corporation, this form may be executed by the signature(s) of a duly authorised officer or attorney. In the case of joint holders only one need sign. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- Completion and return of a Proxy Form will not prevent a shareholder from attending the meeting and voting in person should the shareholder so wish. Alternatively, submit your voting instruction online at www.sharevote.co.uk or through the CREST electronic proxy appointment service. Please return the Proxy Form to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA. If a shareholder appoints a proxy and attends the meeting in person, the proxy appointment will be terminated immediately.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
- In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specification, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11.00am on Wednesday, 3 May 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Notice of Availability

The following RSA Insurance Group plc member documentation for the year ended 31 December 2016 is available to view or download on our website at www.rsagroup.com/agm2017:

- 2016 Annual Report and Accounts
- 2017 Notice of AGM